

RECORDATION NO. 27839-A FILED

MAR 12 '09 -4 00 PM

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ELIAS C ALVORD (1942)  
ELLSWORTH C ALVORD (1964)

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A LESTER

January 15, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of October 16, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 27839.

The names and addresses of the parties to the enclosed document are:

Assignor: General Electric Railcar Services Corporation  
161 North Clark Street, 7<sup>th</sup> Floor  
Chicago, IL 60601

Assignee: AIG Rail Services, Inc.  
5700 Granite Parkway  
Plano, TX 75024

Anne K. Quinlan, Esquire  
March 12, 2009  
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A description of the railroad equipment covered by the enclosed document is:

23 railcars: NATX 37010 - NATX 37032.

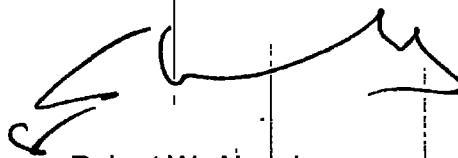
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord". The signature is stylized with a large, sweeping initial "R" and a long horizontal stroke.

Robert W. Alvord

RWA/sem  
Enclosures

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## SURFACE TRANSPORTATION BOARD

[Memorandum of Assignment and Assumption Agreement]

## MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement is made and entered into by and between General Electric Railcar Services Corporation, a Delaware corporation (the "Assignor"), and AIG Rail Services, Inc., a Delaware corporation (the "Assignee")

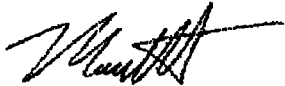
## WITNESSETH

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of September 27, 2007, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to assume from the Assignor those certain railroad car leases listed on Exhibit A attached hereto.

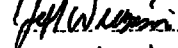
This Memorandum may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument. Nothing in this Memorandum shall amend or supersede any provision of the Assignment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

GENERAL ELECTRIC RAILCAR  
SERVICES CORPORATION

By:   
Name: Mark Stefani  
Title: Vice President  
Date: 10/16/2007

## AIG RAIL SERVICES, INC.

By:   
Name: Jeff Wilkinson  
Title: Vice President  
Date: October 16, 2007

[Memorandum of Assignment and Assumption Agreement]

STATE OF ILLINOIS

)  
) SS:

COUNTY OF COOK

On this, the 16<sup>th</sup> day of October, 2007, before me, a Notary Public in and for said County and State, personally appeared Mark Stefan, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



  
Name: \_\_\_\_\_

Notary Public

My Commission Expires: 2/20/2010

Cheryl

[Memorandum of Assignment and Assumption Agreement]

STATE OF Texas )  
COUNTY OF Collin ) SS:

On this, the 16<sup>th</sup> day of October 2007, before a Notary Public in and for said County and State, personally appeared Jeff Wilkerson, who being by me duly sworn, says that he is the Vice President of AIG Rail Services, Inc., who acknowledged himself to be a duly authorized officer of AIG Rail Services, Inc., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Carrie Stovall  
Notary Public

My Commission Expires: 11/8/11  
Residing in: Collin Co

[Memorandum of Assignment and Assumption Agreement]

**EXHIBIT A  
RAILROAD CAR LEASES**

Rider No. 3 dated August 30, 1994 between the Assignor, as lessor, and Huntsman Petrochemical Corporation ("HPC"), as successor in interest to Huntsman Specialty Chemicals Company, as lessee (the "Original Rider"), as such Original Rider was (i) amended and renewed by that Rider No. 3(1) dated August 30, 1994 between the Assignor and HPC, as successor in interest to Huntsman Specialty Chemicals Company, (ii) assigned by Huntsman Specialty Chemicals Company to Huntsman Corporation and renumbered as Rider 8 by that Assignment and Assumption Agreement dated as of November 21, 1995 among the Assignor, Huntsman Specialty Chemicals Company and HPC, as successor in interest to Huntsman Corporation, (iii) amended by that certain Amendment No. 1 to Car Leasing Agreement 7507-97 dated May 11, 1998 between the Assignor and Huntsman Polymers Corporation, acting on behalf of, *inter alia*, HPC ("Amendment No. 1") to incorporate the terms of that certain Car Leasing Agreement No. 7507-97 dated February 23, 1998 as a master lease, (iv) amended and renewed by that letter agreement dated July 1, 1999 between the Assignor and HPC, (v) amended and renewed by that Rider No. 8 Renewal No. 2 dated September 9, 2004 between the Assignor (mistakenly identified as General Electric Rail Services Corporation) and HPC and (vi) amended and renewed by that Rider No. 8 Renewal No. 3 dated July 10, 2007 between the Assignor and HPC, which Rider incorporates by reference Car Leasing Agreement No. 7507-97 dated February 23, 1998 and made effective as of February 27, 1998 between the Assignor and HPC, as successor in interest to Huntsman Polymers Corporation, as amended by Amendment No. 1 and that certain letter agreement dated August 11, 1999 between the Assignor (mistakenly identified as General Electric Rail Services) and HPC.

~~Rider No. 007 dated July 1, 2007 between Reed Minerals Division, Harsco Corporation ("Reed Minerals") and the Assignor, which incorporates by reference the terms of that certain Car Leasing Agreement 7373-1 dated November 29, 1984, as amended by that certain Amendment No. 1 dated February 23, 1995, between Reed Minerals and the Assignor.~~

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

3/12/09



\_\_\_\_\_  
Robert W. Alvord